

RECORDATION NO. 7463-Sm  
FILED & RECORDED

MAY 26 1976-11 05 AM

INTERSTATE COMMERCE COMMISSION  
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of  
March 1, 1976, among UNITED STATES TRUST COM-  
PANY OF NEW YORK, as trustee (hereinafter  
called the Lessor), MANUFACTURERS HANOVER  
TRUST COMPANY, as assignee of the Lessor  
(hereinafter called the Assignee), and TRAILER  
TRAIN COMPANY, a Delaware corporation (herein-  
after called the Lessee).

WHEREAS the Lessor and the Lessee have entered  
into a Lease of Equipment dated as of March 1, 1974 (herein-  
after called the Original Lease);

WHEREAS the Lessor and the Lessee have entered  
into Amendment Agreements dated as of June 1, 1974, and  
August 1, 1974, respectively, amending the Original Lease  
(the Original Lease, as so amended, and Lease No. 2, as such  
term is defined in the Amendment Agreement dated as of  
August 1, 1974, referred to above, being hereinafter collec-  
tively called the Lease);

WHEREAS the Lease and the aforesaid Amendments  
have been filed and recorded with the Interstate Commerce  
Commission pursuant to Section 20c of the Interstate Commerce  
Act on April 5, 1974, at 9:15 a.m., recordation number 7463-D,  
on June 20, 1974, at 2:45 p.m., recordation number 7463-F,  
and on September 11, 1974, at 3:35 p.m., recordation number

7463-G, respectively;

WHEREAS the rights of the Lessor under the Lease have been assigned to the Assignee pursuant to an Assignment of Lease and Agreement dated as of August 1, 1974, and filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on September 11, 1974, at 3:35 p.m., recordation number 7463-H; and

WHEREAS the parties hereto now desire to further amend the Lease.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

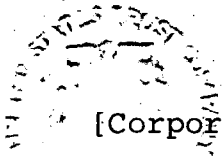
1. The Lease is hereby amended by deleting the words "or which, within 90 days after expiration of this Lease, the Lessor shall elect to abandon" from the third to last sentence of § 12 thereof.

2. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 15 of the Lease.

3. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused

their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.



[Corporate Seal]

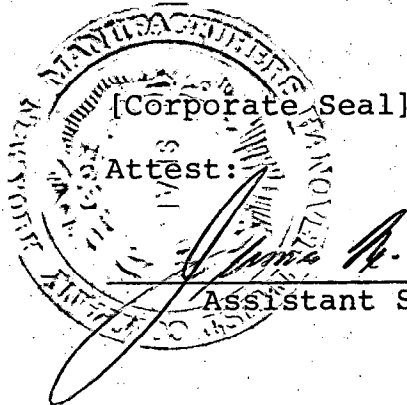
Attest:

Thomas B. Zakszewski  
Assistant Secretary

UNITED STATES TRUST COMPANY OF  
NEW YORK, as Trustee,

by

Gene R. Socca  
Asst. Vice President



[Corporate Seal]

Attest:

John A. Foley  
Assistant Secretary

MANUFACTURERS HANOVER TRUST  
COMPANY,

by

[Signature]  
Assistant Vice President

[Corporate Seal]

Attest:

R. E. Zimmerman  
Assistant Secretary

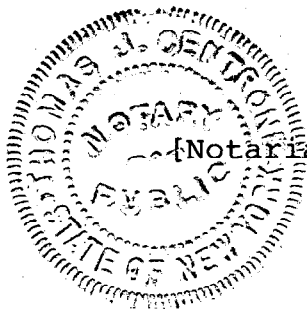
TRAILER TRAIN COMPANY,

by


[Signature]  
Vice President

STATE OF NEW YORK, )  
 ) ss.:  
COUNTY OF NEW YORK, )

On this <sup>May</sup> 13<sup>th</sup> day of ~~March~~, 1976, before me personally appeared I. R. Scocca, to me personally known, who being by me duly sworn, says that <sup>as</sup> he is Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

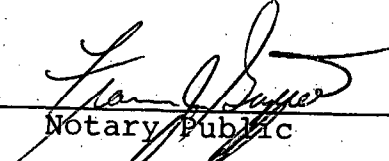
  
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Notary Public  
THOMAS J. CENTRONE  
Notary Public, State of New York  
No. 41-4624265  
Qualified in Queens County  
Certificate filed in New York County  
Commission Expires March 30, 1978

STATE OF NEW YORK, )  
                          ) ss.:  
COUNTY OF NEW YORK, )

On this 17<sup>th</sup> day of May ~~March~~ 1976, before me personally appeared W. B. DODGE, to me personally known, who being by me duly sworn, says that he is <sup>ASSISTANT</sup> Vice President of MANUFACTURERS HANOVER TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

  
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Notary Public  
FRANCIS J. GRIPPO  
Notary Public, State of New York  
No. 43-4522535  
Qualified in Richmond County  
Certificate filed in New York County  
Commission Expires March 30, 1978

STATE OF ILLINOIS, )  
 ) ss.:  
COUNTY OF COOK, )

On this <sup>MAY</sup> 24<sup>TH</sup> day of March 1976, before me personally appeared *N. V. Leichert*, to me personally known, who being by me duly sworn, says that he is Vice President of TRAILER TRAIN COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, that said instrument was signed and sealed on behalf of said company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

*J. Anne Frank*  
Notary Public

[Notarial Seal]

*Commission Expires*  
*May 17, 1980*